

MINUTES OF MEETING

RHODE ISLAND AIRPORT CORPORATION

BOARD OF DIRECTORS

THURSDAY, AUGUST 30, 2012, AT 4:00 PM

IN THE MARY BRENNAN BOARD ROOM

T. F. GREEN AIRPORT

2000 POST ROAD, WARWICK, RHODE ISLAND

The meeting of the Rhode Island Airport Corporation (“Corporation”) Board of Directors was called to order by Chair, Kathleen C. Hittner, M.D., at 4:05 p.m., in the Mary Brennan Board Room at 2000 Post Road, Warwick, Rhode Island, in accordance with the notice duly posted pursuant to the Open Meetings Law.

BOARD MEMBERS PRESENT: Kathleen C. Hittner, M.D; Joseph M. Cianciolo; Deborah M. Thomas; Bradford S. Dimeo; Robert D. Sangster; Michael F. Ryan.

BOARD MEMBER ABSENT: Michael A. Traficante.

ALSO PRESENT: Peter A. Frazier, C.M., Interim President and CEO; and those members listed on the attendance sheet attached hereto.

1. Approval of the Minutes:

A motion was made by Mr. Dimeo and seconded by Mr. Ryan to

approve the minutes of the Board of Director's Meeting of July 18, 2012. The motion was passed unanimously.

2. Open Forum:

Dr. Hittner asked if anyone present wanted to speak in Open Forum. No one came forward.

3. Report from Interim President and CEO:

Mr. Frazier welcomed Christa Fornarotto, FAA Associate Administrator for Airports, Mary Walsh, Manager of Airports Division, FAA New England Region, and Gail Lattrell, FAA New England Region, to the Board Meeting.

Mr. Frazier reported that total passenger traffic for July 2012 is down 9.24% on approximately 17% less scheduled capacity. Passenger traffic year to date is down 4.41%. Mr. Frazier reported that the focus continues to be on air service marketing efforts and that the airport is looking forward to JetBlue commencing service in November.

Mr. Frazier reported that total operations at the General Aviation airports were up 2.10%, and total passenger traffic was up 10.44%. Fuel sales were also up 28.95%. Mr. Frazier noted that July was a good month overall for the general aviation airport system.

Mr. Frazier reported that there were 58 skydiving operations at Block Island Airport.

Mr. Frazier reported that Block Island achieved 10,000 passengers which allowed the airport to keep its primary designation and qualify for an additional \$850,000 in entitlement funding from the FAA. Mr. Frazier commended RIAC staff members Doug Dansereau, Alan Andrade and Tim Pimental who reached out to New England Airlines and charter operators to help Block Island reach this threshold.

Mr. Frazier reported that the Quonset tower will be closed from September 6th through September 10th as part of the transition to the new tower building.

Mr. Frazier reported that RIAC received a Small Community Air Service Development Grant for air service.

Mr. Frazier reported that JetBlue is on schedule to commence service at T. F. Green Airport on November 29th.

Mr. Frazier reported that RIAC was the host for the NEC/AAAE annual aviation conference which was held August 18th through the 22nd in Providence. Mr. Frazier noted that there were approximately 378 registrants and the event secured 440 room nights in the Westin Hotel. Scott Laurence from JetBlue was the Keynote Speaker at the corporate luncheon held on August 22nd and made positive

comments on the airline's relationship with T. F. Green Airport and the staff. Mr. Laurence specifically commended Patti Goldstein for her marketing work over the years with JetBlue.

Mr. Frazier reported that RIAC is continuing to monitor the current structural and statutory issues regarding the EDC.

Mr. Frazier reported that along with Dr. Hittner he had met with Governor Chafee to update him on airport projects.

Mr. Frazier reported that Mr. Brian Schattle had recently become a Certified Member of AAAE. Mr. Frazier further reported that Mr. Schattle has been honored by Airport Business Magazine as one of the aviation industry's Top 40 Under 40.

Mr. Frazier announced that the MBTA has approved a train from T. F. Green to the Patriots Stadium for home games.

4. President and CEO Selection Committee Report:

(a) President and CEO Selection Update:

Dr. Hittner gave an overview of the Committee Meeting which had been held prior to the Board Meeting. Dr. Hittner reported that Doug Kuelpman, from ADK, had briefed the Committee on the candidate evaluation process. The Committee's focus is on a thorough

selection process including the development of a job description.

5. Action Items:

Mr. Dimeo recused himself from voting on the two action items on the agenda. Mr. Dimeo left the Board table.

(a) Consideration of and Action Upon Approval of a Construction Contract for the Terminal Entrance Doors Project at T. F. Green Airport.

Mr. Frazier gave an overview of the project, noting that the purpose of the project is to mitigate the outside air infiltration through the existing entrances on the departure levels of the terminal building. There was general discussion of the budget for this contract. The recommendation is that the Board authorize the Interim President and CEO, or his designee, to execute a Construction Contract with Tower Construction Corporation for the Terminal Entrance Doors project at T. F. Green Airport.

A motion was made by Mr. Sangster and seconded by Mr. Ryan to approve the following resolution:

WHEREAS, a competitive bidding process was undertaken according to the Rhode Island Airport Corporation's (RIAC) procurement rules for the terminal entrance doors project at T. F. Green Airport; and

WHEREAS, on June 26, 2012, RIAC issued an Invitation for Bids (IFB) for this procurement; and

WHEREAS, six bids were received on July 24, 2012; and

WHEREAS, RIAC staff has determined that the bid submitted by Tower Construction Corp. in the amount of \$294,000 is the lowest responsive bid; and

WHEREAS, the approved Fiscal Year 2013 Capital Improvement Program (CIP) budget included a total cost of \$400,000 for the Terminal Building Upgrade Project with \$340,000 of expenditures in the current fiscal year; and

WHEREAS, based on the current schedule it is anticipated that the project will be completed in Fiscal Year 2013.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board authorizes the Interim President and CEO, or his designee, to execute a Construction Contract with Tower Construction Corp. in the amount of \$294,000 for the Terminal Entrance Doors Project at T. F. Green Airport.

The motion was passed by five affirmative votes, with one Board

Member recusing himself from voting. Those votes are as follows:

YEAS: Kathleen C. Hittner, M.D.

Joseph M. Cianciolo

Deborah M. Thomas

Robert D. Sangster

Michael F. Ryan

NAYS: None

RECUSAL: Bradford S. Dimeo

(b) Consideration of and Action Upon Approval of a Construction Contract for Wildlife Fencing at Quonset State Airport.

Mr. Frazier gave an overview of the project, noting that the purpose of the project is to install fencing and gates to prevent wildlife access, provide public protection and security in areas vulnerable to inadvertent entry onto the airfield. The recommendation is that the Board authorize the Interim President and CEO, or his designee, to execute a Construction Contract with Cosco Fencing and Guardrail, Inc. (Cosco) for the Wildlife Fencing project at Quonset State Airport.

A motion was made by Mr. Ryan and seconded by Mr. Sangster to approve the following resolution:

WHEREAS, a competitive bidding process was undertaken according to the Rhode Island Airport Corporation's (RIAC) procurement rules for the Terminal Entrance Doors Project at T. F. Green Airport; and

WHEREAS, on June 12, 2012, RIAC issued an Invitation for Bids (IFB) for this procurement; and

WHEREAS, one bid was received on June 21, 2012; and

WHEREAS, RIAC staff has determined that the bid submitted by Cosco Fencing and Guardrail, Inc. (Cosco) in the amount of \$214,475 is a responsive bid; and

WHEREAS, the approved Fiscal Year 2013 Capital Improvement Program (CIP) budget included a total cost of \$157,400 for the Wildlife Fencing Project with \$137,850 of expenditures in the current fiscal year; and

WHEREAS, RIAC's procurement regulations allow for noncompetitive negotiations in the event that the bid results in prices in excess of funds available; and

WHEREAS, RIAC staff met with Cosco to reduce the scope to accommodate the approved budget and the revised scope of services and fee of \$111,825 has been proved by the Federal Aviation Administration (FAA); and

WHEREAS, based on the current schedule it is anticipated that the project will be completed in Fiscal Year 2013.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board authorizes the Interim President and CEO, or his designee, to execute a Construction Contract with Cosco Fencing and Guardrail, Inc. in the amount of \$111,825 for the Wildlife Fencing project at Quonset State Airport.

The motion was passed by five affirmative votes, with one Board Member recusing himself from voting. Those votes are as follows:

YEAS: Kathleen C. Hittner, M.D.

Joseph M. Cianciolo

Deborah M. Thomas

Robert D. Sangster

Michael F. Ryan

NAYS: None

RECUSAL: Bradford S. Dimeo

6. Executive Session:

At approximately 4:20 p.m., a motion was made by Mr. Dimeo and seconded by Mr. Ryan to go into Executive Session for the purposes of discussing the following items:

(a) Motion to Approve the Minutes of the Executive Sessions Held on July 5, 2012 and July 18, 2012 – R.I.G.L. § 42-46-5(a)(1), (5) and (7); and

(b) Discussion Related to the Acquisition of Real Property for Public Purposes at T. F. Green Airport - R.I.G.L. § 42-46-5(a)(5); and

(c) Discussion Related to Investment of Public Funds Where Premature Disclosure Would Be Detrimental to the Public Interest (Air Service Development) - R.I.G.L. § 42-46-5(a)(7); and

(d) Discussion Related to Potential Litigation (Non Public Construction Issue) and Discussion Related to Collective Bargaining – R.I.G.L. § 42-46-5(a)(2); and

(e) Discussion Related to Personnel - R.I.G.L. § 42-46-5(a)(1); and

(f) Motion to Return to Open Session.

It was noted for the record, that the affected individual has been notified in writing that the public body intended to convene in Executive Session in order to discuss their job performance and had

declined to have this discussion take place in Open Session.

By the following roll call vote the motion was passed unanimously.

YEAS: Kathleen C. Hittner, M.D.

Joseph M. Cianciolo

Deborah M. Thomas

Bradford S. Dimeo

Robert D. Sangster

Michael F. Ryan

NAYS: None

ABSTAIN: None

At approximately 5:10 p.m., a motion was made by Mr. Sangster and seconded by Mr. Cianciolo to return to the Open Session. The motion was passed unanimously.

7. Post Executive Session Actions and Announcements:

(a) Motion to Seal the Minutes of the Executive Session Held on August 30, 2012.

A motion was made by Mr. Dimeo and seconded by Mr. Ryan to seal the minutes of the Executive Session in accordance with R.I.G.L. §

42-46-4. By the following roll call vote the motion was passed unanimously.

YEAS: Kathleen C. Hittner, M.D.

Joseph M. Cianciolo

Deborah M. Thomas

Bradford S. Dimeo

Robert D. Sangster

Michael F. Ryan

NAYS: None

ABSTAIN: None

(b) Report on Actions Taken in Executive Session.

During the Executive Session, a motion was made by Mr. Cianciolo to approve the sealed minutes of the Executive Sessions held on July 5 and July 18, 2012. The motion was seconded by Mr. Sangster. The motion was passed unanimously.

8. Action Item:

(a) Consideration of and Action Upon Contract Non-Solicitation Waiver Relative to One Administrative Position.

A motion was made by Mr. Cianciolo and seconded by Mr. Ryan.

to waive the non-solicitation clause in the prior President and CEO's contract for a period of sixty (60) days with respect to one administrative employee only. The motion was passed unanimously.

9. Future Meetings:

The next Board Meeting will be held on Wednesday, September 19, 2012 at 4:00 p.m., in the Mary Brennan Board Room, T. F. Green Airport, Warwick, Rhode Island.

10. Adjournment:

Mr. Ryan moved to adjourn at approximately 5:15 p.m. Mr. Sangster seconded the motion. The motion was passed unanimously.

Respectfully submitted,

**Kathleen C. Hittner, M.D., Chair
Rhode Island Airport Corporation**

**PUBLIC ATTENDANCE SHEET
RHODE ISLAND AIRPORT CORPORATION
MEETING OF THE BOARD OF DIRECTORS
THURSDAY, AUGUST 30, 2012**

NAME AFFILIATION

Brian Schattle RIAC

Patti Goldstein RIAC

Christa Fornarotto FAA

Mary Walsh FAA

Gail Lattrell FAA

Jim Falvey PB Americas

Jean Mongillo Hoyle Tanner and Associates

Robert Goff New England Parking

Doug Kuelpman ADK Executive Search

The minutes of the Executive Session of the Board Meeting of August 30, 2012, have been sealed in accordance with R.I.G.L. § 42-46-4.